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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
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**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746
REGARDING DEBTORS' TWENTY-FOURTH OMNIBUS
OBJECTION TO PROOFS OF CLAIM (REDUCE AND RECLASSIFY)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On February 9, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Twenty-Fourth Omnibus Objection to Proofs of Claim (Reduce and Reclassify)* (ECF No. 9285) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for March 2, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibits 1**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**") a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: March 29, 2021
New York, New York

/s/ Garrett A. Fail

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
: **(ECF No. 9285)**
-----X

**ORDER GRANTING DEBTORS' TWENTY-FOURTH OMNIBUS
OBJECTION TO PROOFS OF CLAIM (REDUCE AND RECLASSIFY)**

Upon the *Debtors' Twenty-Fourth Omnibus Objection to Proofs of Claim (Reduce and Reclassify)*, filed February 9, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to section 502 under title 11 of the United States Code, and Rule 3007 of the Federal Rules of Bankruptcy Procedures, for an order reducing, reclassifying, and/or disallowing the Disputed Claims, all as more fully set forth in the Objection; and the Bankruptcy Court having

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Disputed Claim listed on **Exhibit 1** annexed hereto is disallowed, reduced or reclassified as set forth on **Exhibit 1**.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Schedule of Claims to be Reduced & Reclassified										
Ref #	Name of Claimant	Affected Claim No.	Claim Amounts	Administrative Priority Claim	503(b)(9) Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reason for Proposed Reclassification/Disallowance
1.	ABRAMS, KAREN VANESSA	5171	Asserted				\$35,783.52		\$35,783.52	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$11,242.30		\$11,242.30	
2.	ADAMS, BENJI L	3054; 4256	Asserted			\$0.00	\$11,671.90		\$11,671.90	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$9,876.18		\$9,876.18	
3.	AGUILAR, BRIAN A	15868	Asserted				\$2,970.80		\$2,970.80	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,896.53		\$2,896.53	
4.	ALEXANDER, BEVERLY J	3655	Asserted				\$8,668.00		\$8,668.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,999.98		\$6,999.98	
5.	ALLEN, AMELIA L	5318; 14818	Asserted				\$7,365.60		\$7,365.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,684.00		\$3,684.00	
6.	ARY, SARAH E	3740; 12152; 14487	Asserted			\$0.00	\$15,700.00		\$15,700.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$2,520.00		\$2,520.00	
7.	AUGUSTYN, TIMOTHY E	7747	Asserted				\$9,377.04		\$9,377.04	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,115.99		\$8,115.99	
8.	BANKS, LISA T	7684; 8329	Asserted		\$3,771.01		\$7,542.02		\$11,313.03	The claim amount is reduced based on the Debtors' books and records
			Surviving		\$0.00		\$2,740.39		\$2,740.39	
9.	BATCHELDER, CECILIA A	10978	Asserted				\$5,000.00		\$5,000.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,665.90		\$2,665.90	
10.	BATSON, AMY	2617; 13745	Asserted				\$21,456.02		\$21,456.02	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$7,493.58		\$7,493.58	
11.	BAUER, MAT	4694	Asserted				\$1,071.00		\$1,071.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$963.90		\$963.90	
12.	BEBO, MARLA	3580	Asserted				\$3,116.15		\$3,116.15	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,561.20		\$2,561.20	
13.	BENNETT, TOREY	3508	Asserted				\$10,384.62		\$10,384.62	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,259.62		\$3,259.62	
14.	BERNARD, JUDY A	1872; 1933; 12597	Asserted				\$10,125.00	\$10,125.00	\$20,250.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$9,774.52		\$9,774.52	
15.	BERROA, ERENDIRA G	6202; 11237	Asserted				\$11,165.07		\$11,165.07	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$5,511.87		\$5,511.87	
16.	BRANCH NELSON, PATRICIA	10763	Asserted				\$11,000.00	\$1,379.60	\$12,379.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$422.45		\$422.45	
17.	BRIDGETT, PATRICK N	3887; 12262; 12265; 12278	Asserted			\$0.00	\$52,335.75	\$72,986.94	\$125,322.69	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$77,582.19	\$90,432.19	
18.	BRISTOL, PAMELA G	5168; 10544	Asserted				\$5,145.60		\$5,145.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,412.80		\$2,412.80	
19.	BRODY, ANDREA L	7629	Asserted				\$11,682.69		\$11,682.69	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$11,490.93		\$11,490.93	
20.	BUCHHOLZ, ERIC W	4377	Asserted				\$3,465.00		\$3,465.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,887.50		\$2,887.50	
21.	BULLARD, AARON E	1783; 1902; 9083; 9115	Asserted			\$0.00	\$27,129.82	\$13,564.91	\$40,694.73	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$14,279.82	\$27,129.82	
22.	BULLOCK, ARTHUR J	13027	Asserted				\$3,700.00		\$3,700.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,653.70		\$2,653.70	
23.	BURNHAM, KENNETH	1719; 2208	Asserted			\$0.00	\$2,769.60		\$2,769.60	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$2,631.12		\$2,631.12	
24.	BURROWS, PATRICIA A	4424	Asserted				\$2,100.00		\$2,100.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,260.00		\$1,260.00	
25.	CAMPBELL, KAREN	14543	Asserted				\$6,347.22		\$6,347.22	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,346.53		\$6,346.53	
26.	CAMPBELL, WILLIAM R.	1732; 13096	Asserted			\$0.00	\$8,310.36		\$8,310.36	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$5,076.92		\$5,076.92	
27.	CASTILLO, DANIEL J	4479; 12786	Asserted				\$11,769.22		\$11,769.22	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,903.84		\$4,903.84	
28.	CLAY, JERMAL	2213; 15464	Asserted			\$0.00	\$5,855.77		\$5,855.77	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$4,543.27		\$4,543.27	
29.	COOK, EILEEN J	6632; 13497	Asserted			\$0.00	\$4,701.99		\$4,701.99	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$4,114.24		\$4,114.24	
30.	CORBIN, DAWN E	4876; 14190	Asserted				\$112,801.32		\$112,801.32	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,786.00		\$2,786.00	
31.	CRIDER, JOHN D	1639; 9058; 9142	Asserted				\$35,168.25		\$35,168.25	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$9,225.96		\$9,225.96	
32.	DANIELS, BRENDA J	8441; 8447	Asserted				\$15,505.38		\$15,505.38	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,027.52		\$2,027.52	

Schedule of Claims to be Reduced & Reclassified										
Ref #	Name of Claimant	Affected Claim No.	Claim Amounts	Administrative Priority Claim	503(b)(9) Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reason for Proposed Reclassification/Disallowance
33.	DANIELS, DOUGLAS P.	5157	Asserted				\$3,192.00		\$3,192.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,276.80		\$1,276.80	
34.	DAVIS, DALE K	1746	Asserted				\$1,818.03		\$1,818.03	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$730.10		\$730.10	
35.	DAVIS, DAVID A	12315; 12335	Asserted				\$16,122.70		\$16,122.70	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$7,110.00		\$7,110.00	
36.	DAVIS, LINDA K	4652; 8982	Asserted				\$3,598.14		\$3,598.14	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,752.94		\$1,752.94	
37.	DEAR, DENISE D	18663	Asserted				\$16,744.43		\$16,744.43	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$3,390.08	\$16,240.08	
38.	Demchenko, Aleksandr	5558; 6803; 17350	Asserted				\$5,493.00		\$5,493.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,092.31		\$2,092.31	
39.	DENNIS, BRIAN	2562; 9534	Asserted				\$5,065.00		\$5,065.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,271.15		\$3,271.15	
40.	DERMODY, TERESA K	4558	Asserted				\$6,387.50		\$6,387.50	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$5,896.15		\$5,896.15	
41.	DIB, IRENE	8282; 12669	Asserted				\$5,817.52		\$5,817.52	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,939.19		\$1,939.19	
42.	DIBBLE, DOUGLAS A	16024	Asserted				\$983.60		\$983.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$983.60		\$983.60	
43.	EASON, CRYSTAL	4220; 11911; 12046; 12136	Asserted			\$0.00	\$10,833.20		\$10,833.20	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$3,561.60		\$3,561.60	
44.	EILERTSON, SUSAN M	4777; 10220	Asserted				\$13,984.45		\$13,984.45	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,488.16		\$6,488.16	
45.	ESPINDA, MICHELLE	5836	Asserted				\$5,482.88		\$5,482.88	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$5,045.60		\$5,045.60	
46.	ESTRADA, ENRIQUE S	4309; 12368	Asserted				\$7,018.00		\$7,018.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,764.00		\$3,764.00	
47.	EWING, THOMAS S	2408; 13699	Asserted				\$4,200.00		\$4,200.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,680.00		\$1,680.00	
48.	FERRANTI, KAREN M	11833	Asserted				\$20,274.62		\$20,274.62	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$7,424.62	\$20,274.62	
49.	FERRELL, PATRICK J	5415; 10507	Asserted				\$93,750.00	\$98,351.06	\$192,101.06	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$179,251.06	\$192,101.06	
50.	FORD, STEVE P	14194	Asserted				\$15,001.58		\$15,001.58	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$2,151.58	\$15,001.58	
51.	FORRESTER, BRIAN L	2120; 9053; 9314	Asserted			\$0.00	\$10,944.41		\$10,944.41	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$5,051.25		\$5,051.25	
52.	FRANCIS, PAUL	6053	Asserted				\$9,699.28		\$9,699.28	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,394.89		\$8,394.89	
53.	FRYER, BARBARA J	4836; 9662; 9831	Asserted			\$0.00	\$26,730.49		\$26,730.49	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$1,880.49	\$14,730.49	
54.	Garcia, Araceli	5791; 11812	Asserted				\$2,076.09		\$2,076.09	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$1,855.00		\$1,855.00	
55.	GARCIA, KATHLEEN	2230	Asserted				\$3,132.50		\$3,132.50	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,007.20		\$3,007.20	
56.	GARDNER IV, CLARENCE E	10042	Asserted				\$12,000.00		\$12,000.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$9,098.90		\$9,098.90	
57.	GLADDEN, THOMAS	2404	Asserted				\$8,566.42		\$8,566.42	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,269.88		\$8,269.88	
58.	GONZALEZ, ANA Y	6338	Asserted				\$2,726.00		\$2,726.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,721.60		\$2,721.60	
59.	HAMILTON, SHAWN R	3547; 9650	Asserted				\$28,802.07		\$28,802.07	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$3,102.07	\$15,952.07	
60.	HANDJAJA, JOHANNES	6873; 9177	Asserted				\$38,548.32		\$38,548.32	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$15,009.23	\$27,859.23	
61.	HARDER, DANIEL R	4239; 13941; 14895	Asserted			\$0.00	\$10,153.85	\$10,153.85	\$20,307.70	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$7,442.31		\$7,442.31	
62.	HARTLOVE, JACQUELINE A	11883	Asserted				\$3,192.00		\$3,192.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,872.80		\$2,872.80	
63.	HAYWARD, PAUL G	1401	Asserted				\$95,457.78		\$95,457.78	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$73,513.64	\$86,363.64	
64.	HECKENDORN, ANGELA C	4715	Asserted				\$6,342.00		\$6,342.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,756.50		\$4,756.50	

Schedule of Claims to be Reduced & Reclassified										
Ref #	Name of Claimant	Affected Claim No.	Claim Amounts	Administrative Priority Claim	503(b)(9) Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reason for Proposed Reclassification/Disallowance
65.	HERNANDEZ, BLANCA E	4988; 16318	Asserted				\$2,000.00		\$2,000.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,344.00		\$1,344.00	
66.	HERNANDEZ, JOSE	6975	Asserted				\$7,050.00		\$7,050.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,600.00		\$6,600.00	
67.	HOCKMAN-SAYLOR, LORRAINE A	3634	Asserted				\$3,396.84		\$3,396.84	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,030.30		\$3,030.30	
68.	Horn, David	7577	Asserted				\$6,282.04		\$6,282.04	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,077.87		\$6,077.87	
69.	HORN, DOUGLAS W	1733; 1744; 13503	Asserted			\$0.00	\$13,748.08	\$27,823.08	\$41,571.16	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$28,721.16	\$41,571.16	
70.	HORTON, MICHELE	2999	Asserted				\$3,900.00		\$3,900.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,746.36		\$3,746.36	
71.	JENKINS, DWAYNE L	10251	Asserted				\$5,936.00		\$5,936.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,671.20		\$2,671.20	
72.	Jones Jr., David Allen	15747	Asserted				\$3,927.00		\$3,927.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,094.40		\$2,094.40	
73.	JONES, MARILYN	2016; 16338	Asserted			\$0.00	\$2,555.00		\$2,555.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$2,452.80		\$2,452.80	
74.	KEMP, KIM D	5360; 12016	Asserted				\$5,292.11		\$5,292.11	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,578.21		\$2,578.21	
75.	KHAN, SARISH	5342	Asserted				\$10,335.69		\$10,335.69	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,862.60		\$8,862.60	
76.	KING KAY, STEPHANIE L	1748; 12489; 12551	Asserted			\$0.00	\$932.80		\$932.80	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$839.52		\$839.52	
77.	KING, MILLY L	12897	Asserted				\$25,307.69		\$25,307.69	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$12,457.69	\$25,307.69	
78.	LAFLAMME, TAMMY	7105; 16206	Asserted			\$0.00	\$4,940.63		\$4,940.63	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$3,952.50		\$3,952.50	
79.	LAGMAY, JILL T	17398	Asserted				\$14,584.63		\$14,584.63	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$1,734.63	\$14,584.63	
80.	LAROSE, TONI J	9008; 12603	Asserted				\$27,700.00	\$2,000.00	\$29,700.00	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$4,000.00	\$16,850.00	
81.	LECLAIRE, ANGELA J	5984	Asserted				\$2,957.50		\$2,957.50	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,247.70		\$2,247.70	
82.	LEE, RORY K	13066	Asserted			\$1,191.68	\$1,191.68		\$2,383.36	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$1,191.68		\$1,191.68	
83.	LEIKER, TERRY G	5330; 9308; 14087	Asserted			\$0.00	\$3,696.00		\$3,696.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$3,603.60		\$3,603.60	
84.	LINSCOTT, ANGELA P	1544; 13377; 13421	Asserted			\$3,200.00			\$3,200.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$3,040.00		\$3,040.00	
85.	MARCELYNAS, DONNA	5771	Asserted				\$12,018.00		\$12,018.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,217.60		\$2,217.60	
86.	MASSONI, MARK	5346	Asserted				\$9,520.00		\$9,520.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,792.00		\$1,792.00	
87.	MASTROENI, DONNA I	5182; 10684	Asserted			\$0.00	\$17,132.50		\$17,132.50	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$4,282.50	\$17,132.50	
88.	MCCULLY, KYLIE M	5380	Asserted				\$2,293.20		\$2,293.20	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$305.76		\$305.76	
89.	MCDAY, IRALYNNE G	3751	Asserted				\$3,425.52		\$3,425.52	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,631.49		\$1,631.49	
90.	MCNAMARA, KELLI D	8708	Asserted				\$1,186.00		\$1,186.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,155.00		\$1,155.00	
91.	MEDINA, JUDY W	6154	Asserted				\$2,769.20		\$2,769.20	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,699.97		\$2,699.97	
92.	MILLS, DEBBIE A	4330; 4516; 4770	Asserted			\$0.00	\$32,197.00		\$32,197.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$11,612.18		\$11,612.18	
93.	MIYASHIRO, EULA ANN K	4619	Asserted				\$4,002.00		\$4,002.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,041.52		\$3,041.52	
94.	MIYASHIRO, MOSES S	5055	Asserted				\$2,060.40		\$2,060.40	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,373.60		\$1,373.60	
95.	MONTES-RIVERA, GRACIELA	4908; 9857	Asserted				\$4,078.48		\$4,078.48	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,855.00		\$1,855.00	
96.	MOORE, BRENDA D	14644	Asserted				\$13,115.38		\$13,115.38	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,784.24		\$8,784.24	

Schedule of Claims to be Reduced & Reclassified										
Ref #	Name of Claimant	Affected Claim No.	Claim Amounts	Administrative Priority Claim	503(b)(9) Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reason for Proposed Reclassification/Disallowance
97.	MORAWA, ANGELA J	4230; 4501; 15806	Asserted				\$5,182.69	\$2,312.00	\$7,494.69	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$466.45		\$466.45	
98.	MOREJON, ALBERTO	1741; 2947; 9309	Asserted			\$8,372.00	\$7,468.00		\$15,840.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$6,279.00		\$6,279.00	
99.	MULLEN, RICHARD T	4490	Asserted				\$10,125.00		\$10,125.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$8,826.92		\$8,826.92	
100.	MULLIS, JO A	4172	Asserted				\$12,692.31		\$12,692.31	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$12,480.77		\$12,480.77	
101.	NECZYPIR, STEVE	1766	Asserted				\$41,225.60		\$41,225.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,012.64		\$3,012.64	
102.	NEVAREZ, JAVIER	7871	Asserted				\$3,500.00		\$3,500.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,150.00		\$3,150.00	
103.	ORTEGON, HECTOR	13057	Asserted				\$19,750.00		\$19,750.00	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$4,851.92	\$17,701.92	
104.	ORTIZ, JEANETTE P	10741	Asserted				\$2,800.00		\$2,800.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,016.00		\$2,016.00	
105.	PASET, RICHARD I	3648	Asserted				\$1,709.63		\$1,709.63	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,690.43		\$1,690.43	
106.	PEREZ, CESAR	10425	Asserted				\$12,923.09		\$12,923.09	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$73.09	\$12,923.09	
107.	PICKERT, JOHN A	1403; 9907	Asserted				\$34,250.68	\$745.82	\$34,996.50	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$5,767.32	\$18,617.32	
108.	RAY, KIMBERLY E	2631	Asserted				\$4,567.30		\$4,567.30	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,389.67		\$4,389.67	
109.	REDMAN, CYNTHIA A	3795	Asserted				\$2,415.00		\$2,415.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,318.40		\$2,318.40	
110.	REED, MARY	1685; 1986; 11430	Asserted			\$0.00	\$19,384.62		\$19,384.62	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$6,295.98	\$19,145.98	
111.	REID, SHERRI	2990	Asserted				\$21,434.29		\$21,434.29	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$6,500.96	\$19,350.96	
112.	RICE, CYNTHIA	5631; 5886	Asserted				\$5,600.00		\$5,600.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,688.00		\$2,688.00	
113.	RIDDICK, VINCENT A	5297	Asserted				\$3,296.92		\$3,296.92	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,704.32		\$2,704.32	
114.	ROBERTS, DANIEL A	2791	Asserted				\$4,458.34		\$4,458.34	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,886.47		\$2,886.47	
115.	ROMIG, ELIZABETH A	16106; 16235; 17626	Asserted			\$0.00	\$3,163.51	\$3,163.51	\$6,327.02	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$2,372.63		\$2,372.63	
116.	ROMO, ANTONIO	4603; 12469	Asserted			\$0.00	\$5,152.00		\$5,152.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$5,023.20		\$5,023.20	
117.	ROSEN, LAURA P	2580; 9918	Asserted			\$0.00	\$26,768.80		\$26,768.80	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$11,867.31	\$24,717.31	
118.	ROSS, DAVID A	1984	Asserted				\$6,638.16		\$6,638.16	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$6,215.36		\$6,215.36	
119.	ROSSEAU, TERESA	7576	Asserted				\$3,150.00		\$3,150.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,394.00		\$2,394.00	
120.	SCHALAMON, PHILLIP	6870	Asserted				\$3,041.67		\$3,041.67	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,637.80		\$1,637.80	
121.	SCHMITT, RICHARD	5343; 9389; 9452	Asserted			\$0.00	\$11,709.12		\$11,709.12	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$5,997.12		\$5,997.12	
122.	SCHULTZ, DAVID	7623	Asserted				\$12,548.08		\$12,548.08	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$10,860.58		\$10,860.58	
123.	SCHWANGER, CHARLES A	3746	Asserted				\$18,500.00		\$18,500.00	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$5,076.83	\$17,926.83	
124.	SEGUINOT, JAIME	1516; 1976	Asserted			\$0.00	\$2,441.25		\$2,441.25	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$881.48		\$881.48	
125.	SEMANA, EMMALINE CESELI	5165	Asserted				\$13,521.15		\$13,521.15	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$671.15	\$13,521.15	
126.	SMITH, CHERYL L	12047	Asserted				\$12,850.00		\$12,850.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,079.79		\$4,079.79	
127.	SMITH, KENNON G	4608	Asserted				\$2,115.19		\$2,115.19	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,493.80		\$1,493.80	
128.	SNYDER, CYNTHIA L	2991	Asserted				\$5,192.31		\$5,192.31	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,817.31		\$4,817.31	

Schedule of Claims to be Reduced & Reclassified										
Ref #	Name of Claimant	Affected Claim No.	Claim Amounts	Administrative Priority Claim	503(b)(9) Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reason for Proposed Reclassification/Disallowance
129.	SPADE, DELL E	2157; 11756	Asserted			\$0.00	\$1,746.15		\$1,746.15	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$1,164.10		\$1,164.10	
130.	SWIENTNICKI, MICHAEL R	13508	Asserted				\$6,394.23		\$6,394.23	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,567.31		\$4,567.31	
131.	TAYLOR, DELTON M	11775	Asserted			\$2,598.75	\$2,598.75		\$5,197.50	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$2,598.75		\$2,598.75	
132.	THOMPSON, NANCY L	5109; 11090	Asserted			\$0.00	\$10,648.00		\$10,648.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$9,729.08		\$9,729.08	
133.	TIMM, NATHAN S	5405	Asserted				\$3,150.00		\$3,150.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,520.00		\$2,520.00	
134.	TOROK, JASON	2430; 9078	Asserted				\$13,355.77	\$12,125.01	\$25,480.78	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$12,125.01		\$12,125.01	
135.	TRAMMELL, JANET E	14318	Asserted				\$3,595.20		\$3,595.20	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,707.72		\$1,707.72	
136.	TRUJILLO, SUSANNE R	15767	Asserted				\$3,069.34		\$3,069.34	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,432.00		\$2,432.00	
137.	TURNER, TROY S.	6075; 17828	Asserted			\$3,433.50	\$3,433.50		\$6,867.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$3,319.05		\$3,319.05	
138.	UNDERWOOD, MARK R.	2007; 9311; 9632	Asserted			\$0.00	\$49,341.41		\$49,341.41	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving			\$0.00	\$12,850.00	\$23,862.41	\$36,712.41	
139.	VEDDA, ROBERT A	6229; 9767	Asserted			\$0.00	\$9,500.00		\$9,500.00	The claim amount is reduced based on the Debtors' books and records
			Surviving			\$0.00	\$4,585.58		\$4,585.58	
140.	VERMILLION, CYNTHIA L	5440	Asserted				\$22,176.31		\$22,176.31	The allowed priority claim amount is capped in accordance with section 507(a)(4) of the Bankruptcy Code
			Surviving				\$12,850.00	\$9,326.31	\$22,176.31	
141.	VIERNES, SHERRY R	1667; 13295	Asserted				\$9,647.51	\$9,348.92	\$18,996.43	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$9,348.92		\$9,348.92	
142.	VIRNIG, LISA M	9738	Asserted				\$5,384.50		\$5,384.50	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$4,935.89		\$4,935.89	
143.	WATSON, LARRY E	6074	Asserted				\$5,000.00		\$5,000.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$981.70		\$981.70	
144.	WESTFALL, JOSEPH	4275; 10857	Asserted				\$15,200.00		\$15,200.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$1,036.54		\$1,036.54	
145.	WHEELER, FAEKHUI	5175	Asserted				\$3,177.60		\$3,177.60	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,600.64		\$2,600.64	
146.	WILCOX, RICKY G	1705	Asserted				\$4,006.40		\$4,006.40	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,605.76		\$3,605.76	
147.	WILKS, FRANKLIN R	1513; 12398	Asserted				\$5,183.52		\$5,183.52	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$2,596.53		\$2,596.53	
148.	WILLIAMS, DEVON A	4399	Asserted				\$6,096.00		\$6,096.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$5,943.60		\$5,943.60	
149.	WILSON, JOANN	3737	Asserted				\$4,133.00		\$4,133.00	The claim amount is reduced based on the Debtors' books and records
			Surviving				\$3,620.00		\$3,620.00	

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
:
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
:
Debtors.¹ : (Jointly Administered)
: (ECF No. 9285)
-----X

**ORDER GRANTING DEBTORS' TWENTY-FOURTH OMNIBUS
OBJECTION TO PROOFS OF CLAIM (REDUCE AND ALLOW)**

Upon the *Debtors' Twenty-Fourth Omnibus Objection to Proofs of Claim (Reduced and Allow)*, filed February 8⁹, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to section 502 under title 11 of the United States Code, and Rule 3007 of the Federal Rules of Bankruptcy Procedures, for an order reducing, reclassifying, and/or disallowing the Disputed Claims, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and ~~the Court having held a hearing to consider the relief requested in the Objection on [] (the “Hearing”); and upon the record of the Hearing, and~~ upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Disputed Claim listed on **Exhibit 1** annexed hereto is disallowed, reduced or reclassified as set forth on **Exhibit 1**.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims